

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

INFORMATION FOR FOREIGN PROFIT CORPORATIONS

Chapter 414, Hawaii Revised Statutes

Registered Office/Registered Agent Change

Section 414-437 provides that each foreign corporation authorized to transact business in Hawaii shall have and continuously maintain in this State: (1) a registered office which may, but need not be, the same as its place of business in this State; and (2) a registered agent, which agent may be either an individual resident of Hawaii, a domestic entity, or a foreign entity authorized to transact business in the State of Hawaii, whose business office is identical with the registered office.

Section 414-438 provides that a foreign corporation authorized to transact business in this State may change its registered office or registered agent, or both, upon delivering to the director for filing a statement setting forth the particulars required by this section.

Section 414-439 provides that any registered agent in this State appointed by a foreign corporation may resign as the registered agent by signing and delivering a statement of resignation to the department director for filing. The statement may include a statement that the registered office is also discontinued. The registered agent shall mail one copy of the statement of resignation to the corporation's registered office, if not discontinued, and one copy to the foreign corporation at its principal office. The appointment of the registered agent shall terminate and the registered office discontinued if so provided, thirty-one days after the date on which the statement was filed.

Additional Requirement for Name Changes

Section 414-434 provides that whenever the name of a foreign corporation authorized to transact business in this State is changed by the amendment of its articles of incorporation, the foreign corporation shall, within sixty days after the amendment becomes effective, deliver to the director a certificate evidencing the name change duly authenticated by the proper officer of the state or country under the laws of which it is incorporated. A fee of \$25.00 shall accompany the filing of the certificate.

If a certificate is in a foreign language, it shall be accompanied by a translation under oath of the translator.

Withdrawal

Section 414-451 provides that a foreign corporation may withdraw its certificate of authority to transact business in the State of Hawaii by filing an application for a certificate of withdrawal. Forms are available from the department.

SEE REVERSE SIDE FOR MORE INFORMATION.

Annual Report

Sections 414-472 provides that an annual report shall be filed within the time periods prescribed in subsections (c) and (d) that read as follows:

(c) Notwithstanding any other provision of this chapter to the contrary, annual reports reflecting the period from January 1, 2002, through December 31, 2002, that would otherwise be required, may be voluntarily filed with the department director if the annual report complies with the requirements of this section.

(d) Effective January 1, 2003, for a domestic or foreign corporation whose date of incorporation or registration in this State falls between:

(1) January 1 and March 31, an annual report shall be filed on or before March 31 of each year and shall reflect the state of the corporation's affairs as of January 1 of the year when filed;

(2) April 1 and June 30, an annual report shall be filed on or before June 30 of each year and shall reflect the state of the corporation's affairs as of April 1 of the year when filed;

(3) July 1 and September 30, an annual report shall be filed on or before September 30 of each year and shall reflect the state of the corporation's affairs as of July 1 of the year when filed; and

(4) October 1 and December 31, an annual report shall be filed on or before December 31 of each year and shall reflect the state of the corporation's affairs as of October 1 of the year when filed;

provided that if a domestic or foreign corporation is incorporated or registered in the same year in which the annual report is due, the domestic or foreign corporation shall not be required to file an annual report for that year. Thereafter, the domestic or foreign corporation shall comply with the requirements of this section.

A \$15.00 fee must be paid upon filing of the report.

The annual report forms will be mailed to every corporation each year, and in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a corporate officer and his corporate title must be stated below his signature.

Failure to file the report within the prescribed time will subject the corporation to a maximum penalty of \$100.00 for each thirty-day period that the delinquency continues. If the annual report is not filed for a period of two years, the certificate of authority of the foreign corporation may be revoked by the director pursuant to Section 414-461.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).

Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov